

**APPOINTMENT OF SUCCESSOR TRUSTEE**

TO: AmSouth Bank of Alabama  
Birmingham, Alabama

Reference is hereby made to that certain Mortgage and Trust Indenture dated as of December 1, 1985, as amended (herein, as so amended, called the "Indenture"), between The Health Care Authority of Shelby County and National Bank of Commerce of Birmingham, as Trustee (herein, in such capacity, called the "Trustee"). Capitalized terms used herein without being defined shall have the meanings assigned to them in the Indenture. The undersigned hereby acknowledges receipt of notice from said National Bank of Commerce of Birmingham of its intention to resign as Trustee as aforesaid, effective upon the earlier to occur of (i) August 5, 1994, or (ii) the appointment of duly qualified successor Trustee. Therefore, pursuant to the provisions of Section 14.8 of the Indenture, the undersigned, being the Holder of all Bonds currently outstanding under the Indenture, does hereby appoint you as successor Trustee under the Indenture, effective immediately. The undersigned does hereby also release you from, and hold you harmless against, all liability to the undersigned resulting from any acts or omissions of said National Bank of Commerce of Birmingham, acting in such capacity as Trustee, during (but only during) the period that the undersigned has been the Holder of all the Bonds. Please indicate your acceptance of this appointment in the space hereinafter provided for that purpose.

DONE this 5th day of August, 1994.

RED & CO.

By \_\_\_\_\_

Its SIGNATURE GUARANTEED  
SIGNATURE GUARANTEED  
BY HARRIS HARRIMAN & CO.  
AUTHORISED SIGNATURE  
100000109  
NYSE SEC. REGISTRATION PROGRAM

COMMONWEALTH OF  
MASSACHUSETTS )  
:  
SUFFOLK COUNTY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that LORRAINE L. GANNON, whose name as SIGNATURE GUARANTOR of RED & CO., a MASSACHUSETTS PARTNERSHIP is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, she, as such ATTORNEY and with full authority, executed the same voluntarily for and as the act of said PERSON.

GIVEN under my hand and seal, this 5th day of August, 1994.

[ NOTARIAL SEAL ]

Calvin D. Hamson  
Notary Public

My Commission Expires: \_\_\_\_\_

**CALVIN D. HAMSON - NOTARY PUBLIC**  
**MY COMMISSION EXPIRES 11/21/97**

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10/13/1994-31198  
01:25 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
003 MCD .00

Haskell Daughton

Inst # 1994-31198

**ACCEPTANCE OF APPOINTMENT OF SUCCESSOR TRUSTEE**

TO: The Health Care Authority  
of Shelby County  
Columbiana, Alabama

National Bank of Commerce  
of Birmingham  
Birmingham, Alabama

Reference is hereby made to that certain Mortgage and Trust Indenture dated as of December 1, 1985, as amended (herein, as so amended, called the "Indenture"), between The Health Care Authority of Shelby County and National Bank of Commerce of Birmingham, as Trustee (herein, in such capacity, called the "Trustee"). The undersigned hereby accepts its appointment as Trustee under the Indenture, effective immediately.

DONE this 9<sup>th</sup> day of August, 1994.

AMSOUTH BANK OF ALABAMA

By

Its

STATE OF ALABAMA           )  
  :  
JEFFERSON COUNTY         )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Dean Matthews, whose name as ASSISTANT VICE PRESIDENT of AMSOUTH BANK OF ALABAMA, an Alabama banking corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said banking corporation.

GIVEN under my hand and seal, this 9<sup>th</sup> day of August, 1994.

[ NOTARIAL SEAL ]

Jaqueline N. Javeri  
Notary Public

My Commission Expires: 2/19/98

**CONSENT AND TRANSFER OF FORMER TRUSTEE**

The undersigned National Bank of Commerce of Birmingham, as former Trustee as aforesaid, does hereby consent to the appointment of AmSouth Bank of Alabama as successor Trustee as provided herein and does hereby transfer to said AmSouth Bank of Alabama, in its capacity as Trustee, all our estate and title to the Trust Estate and all our rights, powers and trusts under the Indenture.

DONE this 11<sup>th</sup> day of August, 1994.

NATIONAL BANK OF COMMERCE OF BIRMINGHAM

By Donald Boggan  
Its Vice President & Trust Officer

STATE OF ALABAMA       )  
                                      :  
JEFFERSON COUNTY       )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Donald Boggan, whose name as Vice President & Trust Officer of NATIONAL BANK OF COMMERCE OF BIRMINGHAM, a national banking corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said banking corporation.

GIVEN under my hand and seal, this 11 day of August, 1994.

[ NOTARIAL SEAL ]

Allison R. Day  
Notary Public

My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.  
MY COMMISSION EXPIRES: May 25, 1998.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

This instrument was prepared by:

E. Alston Ray  
Haskell Slaughter Young & Johnston,  
Professional Association  
1200 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203

Inst # 1994-31198

3 10/13/1994-31198  
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